

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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SCHEDULE 13E-3

§240.13e-100.

Schedule 13E-3 [§240.13e-3], Rule 13e-3 Transaction Statement Pursuant to Section 13(e) of the Securities Exchange Act of 1934 and Rule 13e-3 [§240.13e-3] thereunder.

RULE 13e-3 TRANSACTION STATEMENT
(Pursuant to Section 13(e) of the Securities Exchange Act of 1934)
[Amendment No. _____]

(Name of the Issuer)

(Name of Person(s) Filing Statement)

(Title of Class of Securities)

(CUSIP Number of Class of Securities)

(Name, Address and Telephone Number of Person Authorized to Receive Notices and
Communications on Behalf of Person(s) Filing Statement)

This statement is filed in connection with (check the appropriate box):

- ☐ a. The filing of solicitation materials or an information statement subject to Regulation 14A (17 CFR 240.14a-1 to 240.14b-1), Regulation 14C [17 CFR 240.14c-1 to 240.14c-101] or Rule 13e-3(c) [§240.13e-3(c)] under the Securities Exchange Act of 1934.
- ☐ b. The filing of a registration statement under the Securities Act of 1933.
- ☐ c. A tender offer.
- ☐ d. None of the above.
- ☐ Check the following box if the soliciting materials or information statement referred to in checking box (a) are preliminary copies:

Calculation of Filing Fee

| | |
|---------------------------|----------------------|
| Transaction valuation* | Amount of filing fee |
|---------------------------|----------------------|

*Set forth the amount on which the filing fee is calculated and state how it was determined.

- ☐ Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: _____

Form or Registration No.: _____

Filing Party: _____

Date Filed: _____

Instruction: Eight copies of this statement, including all exhibits, should be filed with the Commission.

GENERAL INSTRUCTIONS

- A. Depending on the type of Rule 13e-3 transaction, this statement shall be filed with the Commission:
1. Concurrently with the filing of preliminary or definitive soliciting materials or an information statement pursuant to Regulations 14A or 14C under the Act;
 2. Concurrently with the filing of a registration statement under the Securities Act of 1933;
 3. As soon as practicable on the date a tender offer is first published, sent or given to security holders; or
 4. At least 30 days prior to any purchase of any securities of the class of securities subject to the Rule 13e-3 transaction, if the transaction does not involve a solicitation, an information statement, the registration of securities or a tender offer, as described in 1, 2 or 3 of this Instruction.
 5. If the Rule 13e-3 transaction involves a series of transactions, the issuer or affiliate shall file this statement at the time indicated in 1-4 of this general instruction for the first transaction of such series and shall promptly amend this schedule with respect to each subsequent transaction in such series.
- B. The item numbers and captions of the items shall be included but the text of the items is to be omitted. The answers to the items shall be so prepared as to indicate clearly the coverage of the items without referring to the text of the items. Answer every item. If an item is inapplicable or the answer is in the negative, so state.
- C. If the statement is filed by a general or limited partnership, syndicate or other group the information called for by Items 2, 3, 5, 6, 10, and 11 shall be given with respect to: (i) each partner of such general partnership; (ii) each partner who is denominated as a general partner or who functions as a general partner of such limited partnership; (iii) each member of such syndicate or group; and (iv) each person controlling such partner or member. If the statement is filed by a corporation or if a person referred to in (i), (ii), (iii) or (iv) of this Instruction is a corporation, the information called for by the above mentioned items shall be given with respect to: (a) each executive officer and director of such corporation; (b) each person controlling such corporation; and (c) each executive officer and director of any corporation ultimately in control of such corporation.
- D. Information contained in exhibits to the statement or in a filing by the issuer, other than filings the incorporation of which is governed by Instruction F, may be incorporated by reference in answer or partial answer to any item or sub-item of the statement, unless it would render such answer incomplete, unclear or confusing. Matter incorporated by reference pursuant to this Instruction shall be clearly identified in the reference by page, paragraph, caption or otherwise. An express statement that the specified matter is incorporated by reference pursuant to this Instruction shall be made at the particular place in the statement where the information is required. A copy of any information or a copy of the pertinent pages of a document containing such information which is incorporated by reference shall be submitted with this statement as an exhibit and shall be deemed to be filed with the Commission for all purposes of the Act.
- E. The information required by the items of this statement is intended to be in addition to any disclosure requirements of any other form or schedule which may be filed with the Commission in connection with the Rule 13e-3 transaction. To the extent that the disclosure requirements of this statement are inconsistent with the disclosure requirements of any such forms or schedules, the requirements of this statement are controlling.
- F. If the Rule 13e-3 transaction involves a transaction subject to Regulation 14A [§§240.14a-1 to 240.14b-1] or 14C [§§240.14c-1 to 240.14c-101] of the Act, the registration of securities pursuant to the Securities Act of 1933 and the General Rules and Regulations promulgated thereunder, or a tender offer subject to Regulation 14D [§§240.14d-1 to 240.14d-101] or Rule 13e-4 [§240.13e-4], the information contained in the proxy or information statement, the registration statement, the Schedule 14D-1 [§240.14d-100], or the Schedule 13E-4, respectively, which is filed with the

Commission shall be incorporated by reference in answer to the items of this statement or amendments thereto; this statement shall include an express statement to that effect and a cross reference sheet showing the location in the proxy or information statement, the registration statement, the Schedule 14D-1 or the Schedule 13E-4 of the information required to be included in response to the items of this statement. If any such item is inapplicable or the answer thereto is in the negative and is omitted from the proxy or the information statement, the registration statement, the Schedule 14D-1, or the Schedule 13E-4, a statement to that effect shall be made in the cross reference sheet.

- G. If the Rule 13e-3 transaction involves a proxy or an information statement subject to Regulation 14A [§§240.14a-1 to 240.14b-1] or Regulation 14C [§§240.14c-1 to 14c-101], this Schedule 13E-3 shall be available immediately upon filing such material with the Commission in preliminary form.
- H. Amendments disclosing a material change in the information set forth in this statement may omit any information previously disclosed in this statement.

Item 1. Issuer and Class of Security Subject to the Transaction

- (a) State the name of the issuer of the class of equity security which is the subject of the Rule 13e-3 transaction and the address of its principal executive offices.
- (b) State the exact title, the amount of securities outstanding of the class of security which is the subject of the Rule 13e-3 transaction as of the most recent practicable date and the approximate number of holders of record of such class as of the most recent practicable date.
- (c) Identify the principal market in which such securities are being traded and, if the principal market is an exchange, state the high and low sales prices for such securities as reported in the consolidated transaction reporting system or, if not so reported, on such principal exchange for each quarterly period during the past two years. If the principal market is not an exchange, state the range of high and low bid quotations for each quarterly period during the past two years, the source of such quotations and, if there is currently no established trading market for such securities (excluding limited or sporadic quotations), furnish a statement to that effect.
- (d) State the frequency and amount of any dividends paid during the past two years with respect to such class of securities and briefly describe any restriction on the issuer's present or future ability to pay such dividends.

Instruction: If the person filing this statement is an affiliate of the issuer, the information required by Item 1(d) should be furnished to the extent known by such affiliate after making reasonable inquiry.

- (e) If the issuer and/or affiliate filing this statement has made an underwritten public offering of such securities for cash during the past three years which was registered under the Securities Act of 1933 or exempt from registration thereunder pursuant to Regulation A, state the date of such offering, the amount of securities offered, the offering price per share (which should be appropriately adjusted for stock splits, stock dividends, etc.) and the aggregate proceeds received by such issuer and/or such affiliate.
- (f) With respect to any purchases of such securities made by the issuer or affiliate since the commencement of the issuer's second full fiscal year preceding the date of this schedule, state the amount of such securities purchased, the range of prices paid for such securities and the average purchase price for each quarterly period of the issuer during such period.

Instruction: The information required by Item 1(f) need not be given with respect to purchases of such securities by a person prior to the time such person became an affiliate.

Item 2. Identity and Background

If the person filing this statement is the issuer of the class of equity securities which is the subject of the Rule 13e-3 transaction, make a statement to that effect. If this statement is being filed by an affiliate of the issuer which is other than a natural person or if any person enumerated in Instruction C to this statement is a corporation, general partnership, limited partnership, syndicate or other group of persons, state its name, the state or other place of its organization, its principal business, the address of its principal executive offices and provide the information required by (e) and (f) of this Item. If this statement is being filed by an affiliate of the issuer who is a natural person or if any person enumerated in Instruction C of this statement is a natural person, provide the information required by (a) through (g) of this Item with respect to such person(s).

- (a) Name;
- (b) Residence or business address;
- (c) Present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment or occupation is conducted;
- (d) Material occupations, positions, offices or employments during the last 5 years, giving the starting and ending dates of each and the name, principal business and address of any business corporation or other organization in which such occupation, position, office or employment was carried on;
- (e) Whether or not, during the last 5 years, such person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) and, if so, give the dates, nature of conviction, name and location of court, and penalty imposed or other disposition of the case;
- (f) Whether or not, during the past 5 years, such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining further violations of, or prohibiting activities subject to, federal or state securities laws or finding any violation of such laws; and, if so, identify and describe such proceeding and summarize the terms of such judgment, decree or final order.

Instruction: While negative answers to Items 2(e) and 2(f) are required in this schedule, they need not be furnished to security holders.

- (g) Citizenship(s).

Item 3. Past Contacts, Transactions or Negotiations

- (a) If this schedule is filed by an affiliate of the issuer of the class of securities which is the subject of the Rule 13e-3 transaction:
 - (1) Briefly state the nature and approximate amount (in dollars) of any transaction, other than those described in Item 3(b) of this schedule, which has occurred since the commencement of the issuer's second full fiscal year preceding the date of this schedule between such affiliate (including subsidiaries of the affiliate and those persons enumerated in Instruction C of this schedule) and the issuer: *Provided, however,* That no disclosure need be made with respect to any transaction if the aggregate amount involved in such transaction was less than one percent of the issuer's consolidated revenues (which may be based upon information contained in the most recently available filing with the Commission by the issuer unless such affiliate has reason to believe otherwise) (i) for the fiscal year in which such transaction occurred or (ii) for the portion of the current fiscal year which has occurred, if the transaction occurred in such year; and
 - (2) Describe any contracts, negotiations or transactions which have been entered into or which have occurred since the commencement of the issuer's second full fiscal year preceding the date of this schedule between such affiliate (including subsidiaries of the affiliate and those persons enumerated in Instruction C of this schedule) and the issuer concerning: a merger, consolidation or acquisition; a tender offer for or other acquisition of securities of any class of the issuer; an election of directors of the issuer; or a sale or other transfer of a material amount of assets of the issuer or any of its subsidiaries.
- (b) Describe any contacts or negotiations concerning the matters referred to in Item 3(a)(2) which have been entered into or which have occurred since the commencement of the issuer's second full fiscal year preceding the date of this schedule (i) between any affiliates of the issuer of the class of securities which is the subject of the Rule 13e-3 transaction; or (ii) between such issuer or any of its affiliates and any person who is not affiliated with the issuer and who would have a direct interest in such matters. Identify the person who initiated such contacts or negotiations.

Item 4. Terms of the Transaction

- (a) State the material terms of the Rule 13e-3 transaction.
- (b) Describe any term or arrangement concerning the Rule 13e-3 transaction relating to any security holder of the issuer which is not identical to that relating to other security holders of the same class of securities of the issuer.

Item 5. Plans or Proposals of the Issuer or Affiliate

Describe any plan or proposal of the issuer or affiliate regarding activities or transactions which are to occur after the Rule 13e-3 transaction which relate to or would result in:

- (a) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the issuer or any of its subsidiaries;
- (b) A sale or transfer of a material amount of assets of the issuer or any of its subsidiaries;
- (c) Any change in the present board of directors or management of the issuer including, but not limited to, any plan or proposal to change the number or term of directors, to fill any existing vacancy on the board or to change any material term of the employment contract of any executive officer;
- (d) Any material change in the present dividend rate or policy or indebtedness or capitalization of the issuer;
- (e) Any other material change in the issuer's corporate structure or business;
- (f) A class of equity securities of the issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Act; or
- (g) The suspension of the issuer's obligation to file reports pursuant to Section 15(d) of the Act.

Item 6. Source and Amounts of Funds or Other Consideration

- (a) State the source and total amount of funds or other consideration to be used in the Rule 13e-3 transaction.
- (b) Furnish a reasonably itemized statement of all expenses incurred or estimated to be incurred in connection with the Rule 13e-3 transaction including, but not limited to, filing fees, legal, accounting and appraisal fees, solicitation expenses and printing costs and state whether or not the issuer had paid or will be responsible for paying any or all of such expenses.
- (c) If all or any part of such funds or other consideration is, or is expected to be, directly or indirectly borrowed for the purpose of the Rule 13e-3 transaction.
 - (1) Provide a summary of each such loan agreement containing the identity of the parties, the term, the collateral, the stated and effective interest rates, and other material terms or conditions; and
 - (2) Briefly describe any plans or arrangements to finance or repay such borrowings, or, if no such plans or arrangements have been made, make a statement to that effect.
- (d) If the source of all or any part of the funds to be used in the Rule 13e-3 transaction is a loan made in the ordinary course of business by a bank as defined by Section 3(a)(6) of the Act and Section 13(d) or 14(d) is applicable to such transaction, the name of such bank shall not be made available to the public if the person filing the statement so requests in writing and files such request, naming such bank, with the Secretary of the Commission.

Item 7. Purpose(s), Alternatives, Reasons and Effects

- (a) State the purpose(s) for the Rule 13e-3 transaction.
- (b) If the issuer or affiliate considered alternative means to accomplish such purpose(s), briefly describe such alternative(s) and state the reason(s) for their rejection.
- (c) State the reasons for the structure of the Rule 13e-3 transaction and for undertaking such transaction at this time.
- (d) Describe the effects of the Rule 13e-3 transaction on the issuer, its affiliates and unaffiliated security holders, including the federal tax consequences.

Instructions:

- (1) Conclusory statements will not be considered sufficient disclosure in response to Item 7.

- (2) The description required by Item 7(d) should include a reasonably detailed discussion of the benefits and detriments of the Rule 13e-3 transaction to the issuer, its affiliates and unaffiliated security holders. The benefits and detriments of the Rule 13e-3 transaction should be quantified to the extent practicable.
- (3) If this statement is filed by an affiliate of the issuer, the description required by Item 7(d) should include but not be limited to, the effect of the Rule 13e-3 transaction on the affiliate's interest in the net book value and net earnings of the issuer in terms of both dollar amounts and percentages.

Item 8. Fairness of the Transaction

- (a) State whether the issuer or affiliate filing this schedule reasonably believes that the Rule 13e-3 transaction is fair or unfair to unaffiliated security holders. If any director dissented to or abstained from voting on the Rule 13e-3 transaction, identify each such director, and indicate, if known, after making reasonable inquiry, the reasons for each dissent or abstention.

Instruction: A statement that the issuer or affiliate has no reasonable belief as to the fairness of the Rule 13e-3 transaction to unaffiliated security holders will not be considered sufficient disclosure in response to Item 8(a).

- (b) Discuss in reasonable detail the material factors upon which the belief stated in Item 8(a) is based and, to the extent practicable, the weight assigned to each such factor. Such discussion should include an analysis of the extent, if any, to which such belief is based on the factors set forth in instruction (1) to paragraph (b) of this Item, paragraphs (c), (d), and (e) of this Item, and Item 9.

Instructions:

- (1) The factors which are important in determining the fairness of a transaction to unaffiliated security holders and the weight, if any, which should be given to them in a particular context will vary. Normally such factors will include, among others, those referred to in paragraphs (c), (d) and (e) of this Item and whether the consideration offered to unaffiliated security holders constitutes fair value in relation to:
 - (i) current market prices
 - (ii) historical market prices
 - (iii) net book value
 - (iv) going concern value
 - (v) liquidation value
 - (vi) the purchase price paid in previous purchases disclosed in Item 1(f) of Schedule 13-e-3
 - (vii) any report, opinion, or appraisal described in Item 9 and
 - (viii) firm offers of which the issuer or affiliate is aware made by any unaffiliated person, other than the person filing this statement, during the preceding eighteen months for (A) the merger or consolidation of the issuer into or with such person or of such person into or with the issuer, (B) the sale or other transfer of all or any substantial part of the assets of the issuer or (C) securities of the issuer which would enable the holder thereof to exercise control of the issuer.
- (2) Conclusory statements, such as "The Rule 13e-3 transaction is fair to unaffiliated security holders in relation to net book value, going concern value and future prospects of the issuer" will not be considered sufficient disclosure in response to Item 8(b).
- (c) State whether the transaction is structured so that approval of at least a majority of unaffiliated security holders is required.
- (d) State whether a majority of directors who are not employees of the issuer has retained an unaffiliated representative to act solely on behalf of unaffiliated security holders for the purposes of negotiating the terms of the Rule 13e-3 transaction and/or preparing a report concerning the fairness of such transaction.

- (e) State whether the Rule 13e-3 transaction was approved by a majority of the directors of the issuer who are not employees of the issuer.
- (f) If any offer of the type described in instruction (viii) to Item 8(b) has been received, describe such offer and state the reason(s) for its rejection.

Item 9. Reports, Opinions, Appraisals and Certain Negotiations

- (a) State whether or not the issuer or affiliate has received any report, opinion (other than an opinion of counsel) or appraisal from an outside party which is materially related to the Rule 13e-3 transaction including, but not limited to, any such report, opinion or appraisal relating to the consideration or the fairness of the consideration to be offered to security holders of the class of securities which is the subject of the Rule 13e-3 transaction or the fairness of such transaction to the issuer or affiliate or to security holders who are not affiliates.
- (b) With respect to any report, opinion or appraisal described in Item 9(a) or with respect to any negotiation or report described in Item 8(d) concerning the terms of the Rule 13e-3 transaction;
 - (1) Identify such outside party and/or unaffiliated representative;
 - (2) Briefly describe the qualifications of such outside party and/or unaffiliated representative;
 - (3) Describe the method of selection of such outside party and/or unaffiliated representative;
 - (4) Describe any material relationship between (i) the outside party, its affiliates, and/or unaffiliated representative, and (ii) the issuer or its affiliates, which existed during the past two years or is mutually understood to be contemplated and any compensation received or to be received as a result of such relationship;
 - (5) If such report, opinion or appraisal relates to the fairness of the consideration, state whether the issuer or affiliate determined the amount of consideration to be paid or whether the outside party recommended the amount of consideration to be paid.
 - (6) Furnish a summary concerning such negotiation report, opinion or appraisal which shall include, but not be limited to, the procedures followed; the findings and recommendations; the bases for and methods of arriving at such findings and recommendations; instructions received from the issuer or affiliate; and any limitation imposed by the issuer or affiliate on the scope of the investigation.

Instruction: The information called for by subitem 9(b)(1), (2) and (3) should be given with respect to the firm which provides the report, opinion or appraisal rather than the employees of such firm who prepared it.

- (c) Furnish a statement to the effect that such report, opinion or appraisal shall be made available for inspection and copying at the principal executive offices of the issuer or affiliate during its regular business hours by any interested equity security holder of the issuer or his representative who has been so designated in writing. This statement may also provide that a copy of such report, opinion or appraisal will be transmitted by the issuer or affiliate to any interested equity security holder of the issuer or his representative who has been so designated in writing upon written request and at the expense of the requesting security holder.

Item 10. Interest in Securities of the Issuer

- (a) With respect to the class of equity security to which the Rule 13e-3 transaction relates, state the aggregate amount and percentage of securities beneficially owned (identifying those securities for which there is a right to acquire) as of the most recent practicable date by the person filing this statement (unless such person is the issuer), by any pension, profit sharing or similar plan of the issuer or affiliate, by each person enumerated in Instruction C of this Schedule or by any associate or majority owned subsidiary of the issuer or affiliate giving the name and address of any such associate or subsidiary.

Instructions:

- 1. For the purpose of this Item, beneficial ownership shall be determined in accordance with Rule 13d-3 [17 CFR 240.13d-3] under the Exchange Act.

2. The information required by this paragraph should be given with respect to officers, directors and associates of the issuer to the extent known after making reasonable inquiry.

- (b) Describe any transaction in the class of equity securities of the issuer which is the subject of a Rule 13e-3 transaction that was effected during the past 60 days by the issuer of such class or by the persons named in response to paragraph (a) of this Item.

Instructions:

1. The description of a transaction required by Item 10(b) shall include, but not necessarily be limited to: (i) the identity of the person covered by Item 10(b) who effected the transaction; (ii) the date of the transaction; (iii) the amount of securities involved; (iv) the price per security; and (v) where and how the transaction was effected.

2. If the information required by Item 10(b) is available to the person filing this statement at the time this statement is initially filed with the Commission, the information shall be included in the initial filing. However, if the information is not available to such person at the time of such initial filing, it shall be filed with the Commission promptly but in no event later than seven days (or 2 business days with respect to a tender subject to Regulation 14D [§§240.14d-1 to 240.14d-101] or 10 business days with respect to a tender offer subject to Rule 13e-4 [§240.13e-4]) after the date of such filing and, if material, disclosed to security holders of the issuer pursuant to Rule 13e-3(e) [§240.13e-3(e)], and disseminated to them in a manner reasonably calculated to inform security holders.

Item 11. Contracts, Arrangements or Understandings with Respect to the Issuer's Securities

Describe any contract, arrangement, understanding or relationship (whether or not legally enforceable) in connection with the Rule 13e-3 transaction between the person filing this statement (including any person enumerated in Instruction C of this schedule) and any person with respect to any securities of the issuer (including, but not limited to, any contract, arrangement, understanding or relationship concerning the transfer or the voting of any of such securities, joint ventures, loan or option arrangements, puts or calls, guaranties of loans, guaranties against loss or the giving or withholding of proxies, consents or authorizations), naming the persons with whom such contracts, arrangements, understandings or relationships have been entered into and giving the material provisions thereof. Include such information for any of such securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person the power to direct the voting or disposition of such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Item 12. Present Intention and Recommendation of Certain Persons with Regard to the Transaction

- (a) To the extent known by the person filing this statement after making reasonable inquiry, furnish a statement of present intention with regard to the Rule 13e-3 transaction indicating whether or not any executive officer, director or affiliate of the issuer or any person enumerated in Instruction C of this statement will tender or sell securities of the issuer owned or held by such person and/or how such securities, and securities with respect to which such person holds proxies, will be voted and the reasons therefor.

Instruction: If the information required by Item 12(a) is available to the person filing this statement at the time this statement is initially filed with the Commission, the information shall be included in the initial filing. However, if the information is not available to such person at the time of such initial filing, it shall be filed with the Commission promptly but in no event later than seven days (or two business days with respect to a tender offer subject to Regulation 14D [§240.14d-1 to 240.14d-101] or ten business days with respect to a tender offer subject to Rule 13e-4 [§240.13e-4]) after the date of such filing and, if material, disclosed to security holders of the issuer pursuant to Rule 13e-3(e) [§240.13e-3(e)], and disseminated to them in a manner reasonably calculated to inform security holders.

- (b) To the extent known by the person filing this statement after making reasonable inquiry, state whether any person named in paragraph (a) of this item has made a recommendation in support of or opposed to the Rule 13e-3 transaction and the reasons for such recommendation. If no recommendation has been made by such persons, furnish a statement to that effect.

Item 13. Other Provisions of the Transaction

- (a) State whether or not appraisal rights are provided under applicable state law or under the issuer's articles of incorporation or will be voluntarily accorded by the issuer or affiliate to security holders in connection with the Rule 13e-3 transaction and, if so, summarize such appraisal rights. If appraisal rights will not be available under the applicable state law, to security holders who object to the transaction, briefly outline the rights which may be available to such security holders under such law.
- (b) If any provision has been made by the issuer or affiliate in connection with the Rule 13e-3 transaction to allow unaffiliated security holders to obtain access to the corporate files of the issuer or affiliate or to obtain counsel or appraisal services at the expense of the issuer or affiliate, describe such provision.
- (c) If the Rule 13e-3 transaction involves the exchange of debt securities of the issuer or affiliate for the equity securities held by security holders of the issuer who are not affiliates, describe whether or not the issuer or affiliate will take steps to provide or assure that such securities are or will be eligible for trading on any national securities exchange or an automated inter-dealer quotation system.

Item 14. Financial Information

- (a) Furnish the following financial data concerning the issuer:
 - (1) Audited financial statements for the two fiscal years required to be filed with the issuer's most recent annual report under sections 13 and 15(d) of the Act;
 - (2) Unaudited balance sheets and comparative year-to-date income statements and statements of cash flows and related earnings per share amounts required to be included in the issuer's most recent quarterly report filed pursuant to the Act;
 - (3) Ratio of earnings to fixed charges for the two most recent fiscal years and the interim periods provided under Item 14(a)(2); and
 - (4) Book value per share as of the most recent fiscal year end and as of the date of the latest interim balance sheet provided under Item 14(a)(2).
- (b) If material, provide pro forma data disclosing the effect of the Rule 13e-3 transaction on:
 - (1) The issuer's balance sheet as of the most recent fiscal year end and the latest interim balance sheet provided under Item 14(a)(2);
 - (2) The issuer's statement of income, earnings per share amounts, and ratio of earnings to fixed charges for the most recent fiscal year and the latest interim period provided under Item 14(a)(2); and
 - (3) The issuer's book value per share as of the most recent fiscal year end and as of the latest interim balance sheet date provided under Item 14(a)(2).

Item 15. Persons and Assets Employed, Retained or Utilized

- (a) Identify and describe the purpose for which any officer, employee, class of employees or corporate asset of the issuer (excluding corporate assets which are proposed to be used as consideration for purchases of securities which are disclosed in Item 6 of this schedule) has been or is proposed to be employed, availed of or utilized by the issuer or affiliate in connection with the Rule 13e-3 transaction.
- (b) Identify all persons and classes of persons (excluding officers, employees and class of employees who have been identified in Item 15(a) of this Schedule) employed, retained or to be compensated by the person filing this statement, or by any person on behalf of the person filing this statement, to make solicitations or recommendations in connection with the Rule 13e-3 transaction and provide a summary of the material terms of such employment, retainer or arrangement for compensation.

Item 16. Additional Information

Furnish such additional material information, if any, as may be necessary to make the required statements, in the light of the circumstances under which they are made, not materially misleading.

Item 17. Material to Be Filed as Exhibits

Furnish a copy of:

- (a) Any loan agreement referred to in Item 6 of this Schedule;

Instruction: The identity of any bank which is a party to a loan agreement need not be disclosed if the person filing the statement has requested that the identity of such bank not be made available to the public pursuant to Item 6 of this schedule.

- (b) Any report, opinion or appraisal referred to in Items 8(d) or 9 of this schedule;
- (c) Any document setting forth the terms of any contract, arrangements or understandings or relationships referred to in Item 11 of this schedule; and
- (d) Any disclosure materials furnished to security holders in connection with the transaction pursuant to Rule 13e-3(d) [§240.13e-3(d)].
- (e) A detailed statement describing the appraisal rights and the procedures for exercising such appraisal rights which are referred to in Item 13(a) of this schedule.
- (f) If any oral solicitation of or recommendations to security holders referred to in Item 15(b) are to be made by or on behalf of the person filing this statement, any written instruction, form or other material which is furnished to the persons making the actual oral solicitation or recommendation for their use, directly or indirectly, in connection with the Rule 13e-3 transaction.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

(Date)

(Signature)

(Name and Title)